

# **EXHIBIT A**

<b>United States Bankruptcy Court</b> Southern District of New York Delphi Corporation et al. Claims Processing c/o Kurtzman Carson Consultants LLC, 2335 Alaska Avenue El Segundo, California 90245		<b>Administrative Expense Claim Form</b>		<b>COPY</b>
Debtor against which claim is asserted: Delphi Corporation, et al. 05-44481 Delphi Automotive Systems LLC, 05-44640		Case Name and Number In re Delphi Corporation, et al. 05-44481 Delphi Automotive Systems LLC No. 44640 Chapter 11, Jointly Administered		
<b>NOTE: This form should not be used to make a claim in connection with a request for payment for goods or services provided to the Debtors prior to the commencement of the case. This Administrative Expense Claim Form is to be used solely in connection with a request for payment of an administrative expense arising after commencement of the case but prior to June 1, 2009, pursuant to 11 U.S.C. § 503.</b>				
Name of Creditor (The person or other entity to whom the debtor owes money or property)  Clarion Corporation of America		<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.		<b>THIS SPACE IS FOR COURT USE ONLY</b>
Name and Address Where Notices Should be Sent Attn: Joseph Muto 6200 Gateway Drive Cypress, California 90630 Telephone No.  310-217-4275				
ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR:  See attached		Check here if this claim <input type="checkbox"/> replaces <input checked="" type="checkbox"/> amends a previously filed claim, dated: July 15, 2009		
<b>1. BASIS FOR CLAIM</b> <input checked="" type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input checked="" type="checkbox"/> Other (Describe briefly) See attached <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (Fill out below) Your social security number _____ Unpaid compensation for services performed from _____ to _____ (date) (date)				
<b>2. DATE DEBT WAS INCURRED</b> Various - see attached		<b>3. IF COURT JUDGMENT, DATE OBTAINED:</b> See attached		
<b>4. TOTAL AMOUNT OF ADMINISTRATIVE CLAIM: \$ not less than \$18,682.78 (see attached)</b> <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all additional charges.				
<b>5. Brief Description of Claim (attach any additional information):</b>  See Attached description of the claim				
<b>6. CREDITS AND SETOFFS:</b> The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. In filing this claim, claimant has deducted all amounts that claimant owes to debtor. <b>7. SUPPORTING DOCUMENTS:</b> Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, or evidence of security interests. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary. Any attachment must be 8-1/2" by 11". <b>8. DATE-STAMPED COPY:</b> To receive an acknowledgement of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.				<b>THIS SPACE IS FOR COURT USE ONLY</b>  <b>RECEIVED</b>  <b>OCT 29 2009</b>  <b>KURTZMAN CARSON CONSULTANTS</b>
Date 10/28/09	Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any) Clarion Corporation of America  Michael K. McCrory, Esq. Attorney-in-Fact			

**Debtor: DELPHI AUTOMOTIVE SYSTEMS LLC**  
**Case No.: 05-44640 (Jointly Administered under Case No. 05-44481)**  
**Court: UNITED STATES BANKRUPTCY COURT**  
**SOUTHERN DISTRICT OF NEW YORK**

**ATTACHMENT TO AMENDED ADMINISTRATIVE EXPENSE CLAIM FORM**  
**FOR CLARION CORPORATION OF AMERICA**

1. Description

This administrative claim amends the prior claim filed by Clarion Corporation of America ("Clarion") on July 15, 2009 at claim number 19074. In accordance with the Bankruptcy Court's Modification Procedures Order dated June 16, 2009 [Docket No. 17032] (as amended and supplemented by further Orders dated June 29, 2009 [Docket No. 17376], July 17, 2009 [Docket No. 18352], July 21, 2009 [Docket No. 18851]) (together, the "Procedures Order"), Clarion files this amended Administrative Expense Claim Form ("Amended Administrative Claim") evidencing a claim against Delphi Automotive Systems, LLC ("Delphi" or "Debtor"). All capitalized terms used but not defined herein shall have the meanings ascribed to them in the Procedures Order.

From October 8, 2005 (the "Petition Date") through June 1, 2009, the amounts due and owing to Clarion from the Debtor was not less than \$18,682.78 for unpaid goods received by Debtor from Clarion from the Petition Date through June 1, 2009 (the "Pre-June 2009 Claim"). A summary of the Pre-June 2009 Claim is attached hereto as Exhibit A.

Further, reference is hereby made to a certain Confidential Settlement Agreement dated as of approximately July 30, 2007 (the "Agreement"), by and between Clarion and Delphi, which Agreement was authorized by a certain "Order ... Authorizing Debtors to Compromise or Settle Certain Classes of Controversy and Allow Claims Without Further Court Approval [docket no. 4414] (the "Authorization Order").

Due to confidentiality provisions contained therein, a copy of the Agreement, and other documents referenced in it, are not attached to this Amended Administrative Claim. Also, description of the basis for and other details related to Clarion's administrative claim have been abbreviated within this Amended Administrative Claim in consideration of such confidentiality provisions.

In view of the requirements set forth in paragraphs 38 – 41 of the Procedures Order, this Amended Administrative Claim is being filed as a protective measure. Clarion hereby asserts and reserves an administrative expense claim against Delphi (with the priority of Section 507(a)(1) of the Bankruptcy Code) if and to the extent that any expense, liability or other obligation associated with a certain payment described and defined in Section 4 of the Agreement (and specifically in the eighth line from the top of page 8 of the Agreement) might be construed or deemed to have accrued or been incurred by Delphi in whole or in part prior to or as of June 1, 2009 (which is the end date of the administrative claim period referenced in paragraph 38 of the Procedures Order) ("End Date").

By filing this Amended Administrative Claim, Clarion does not waive any rights to seek other and further additions to its administrative claim (and related relief from the Bankruptcy Court), including, without limitation, interest, attorney fees, additional fees, costs, expenses, advances, assessments, charges or penalties, and any other amounts which were incurred, accrued, or arose on or after October 8, 2005 (the "Petition Date"), as of or to and including the End Date, and thereafter.

2. Reservations of Rights and Defenses

Clarion reserves the right to supplement or amend this Amended Administrative Claim for the purpose of including specific or additional sums for its administrative claim, and to state a total amount that is or would be owed by the Debtor to Clarion as of the effective date of an assumption and/or assignment of any executory contract to which Clarion is a party, any plan of reorganization or liquidation in this case, the date of any distribution or payment with respect to any portion of this claim, or any other appropriate date(s).

Clarion respectfully does not necessarily consent to, and reserves the right to object to, the exercise of jurisdiction by the Bankruptcy Court over any and all aspects of, and/or any proceedings relating to any subject of, this Amended Administrative Claim. Also, without limiting the generality of the foregoing, Clarion respectfully retains and reserves any and all rights it otherwise may have to (a) object and not submit to the jurisdiction of the Bankruptcy Court for any particular purpose, matter, or proceeding, (b) seek entry of final orders in non-core matters only after a *de novo* review by a District Judge, (c) trial by jury on any issue so triable in any contested matter or adversary proceeding arising in or related to the Debtor's bankruptcy case, or (d) request that the District Court withdraw the reference in any matter or proceeding subject to mandatory or discretionary withdrawal. Further, Clarion retains and reserves any rights, claims, actions, setoffs, or recoupments to which it is or may be entitled, in law or in equity, with respect to the Debtor or its assets in the subject case.

Clarion retains and reserves any and all rights, claims, actions, and remedies it has or may have with respect to all entities other than the Debtor. Without limiting the generality of the foregoing, Clarion reserves the right to seek and obtain payment of any amounts included within the scope of this Amended Administrative Claim for which any entity agrees to pay or otherwise becomes liable in connection with or after a transaction approved by the Bankruptcy Court (including, without limitation, GM Components, Parnassus, and their respective affiliates pursuant to the Master Disposition Agreement and the Modified Plan as such may be further amended, or a Successful Bidder in an alternative transaction).

Further, Clarion reserves the right to amend, supplement, and/or modify this Amended Administrative Claim (and the documents that accompany or support same) from time to time as may be necessary or appropriate to conform to, or to adapt to changes in, facts or law, determinations yet to be made in this bankruptcy case or in other proceedings, or otherwise to further the purposes of filing this Amended Administrative Claim.

## **EXHIBIT A**

Delphi Corp.  
Account #257415  
Administrative Claim  
Open items dated 5/31/09 and prior

<b>Doc Ty &amp; #</b>	<b>AR/Ship Dt</b>	<b>Amount \$</b>
1637168 RI	10/27/2008	14,044.80
49234 RB	4/2/2009	4,637.98

18,682.78